

RECORDATION NO. 28210 FILED

DEC 29 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8559 Rider 2

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Flint Hills Resources LP
4111 East 37th Street North
Wichita, KS 67220]

Section Chief
December 29, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

131 railcars within the series SHPX 463903 - SHPX 464034 as more particularly set forth in the attachment to the document.

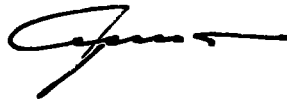
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to Flint Hills Resources LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

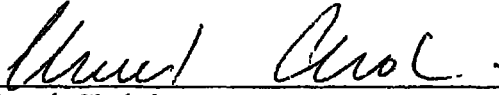
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SURFACE TRANSPORTATION BOARD

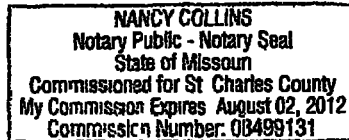
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

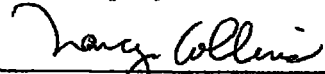
AMERICAN RAILCAR LEASING LLC

By: 
Name. Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 2 dated 8/30/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463903
	Hopper	SHPX	463904
	Hopper	SHPX	463905
	Hopper	SHPX	463906
	Hopper	SHPX	463907
	Hopper	SHPX	463908
	Hopper	SHPX	463909
	Hopper	SHPX	463910
	Hopper	SHPX	463911
	Hopper	SHPX	463912
	Hopper	SHPX	463913
	Hopper	SHPX	463914
	Hopper	SHPX	463915
	Hopper	SHPX	463916
	Hopper	SHPX	463917
	Hopper	SHPX	463918
	Hopper	SHPX	463919
	Hopper	SHPX	463920
	Hopper	SHPX	463921
	Hopper	SHPX	463922
	Hopper	SHPX	463923
	Hopper	SHPX	463924
	Hopper	SHPX	463925
	Hopper	SHPX	463926
	Hopper	SHPX	463927
	Hopper	SHPX	463928
	Hopper	SHPX	463930
	Hopper	SHPX	463931
	Hopper	SHPX	463932
	Hopper	SHPX	463933
	Hopper	SHPX	463934
	Hopper	SHPX	463935
	Hopper	SHPX	463936
	Hopper	SHPX	463937

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rder 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463938
	Hopper	SHPX	463939
	Hopper	SHPX	463940
	Hopper	SHPX	463941
	Hopper	SHPX	463942
	Hopper	SHPX	463943
	Hopper	SHPX	463944
	Hopper	SHPX	463945
	Hopper	SHPX	463946
	Hopper	SHPX	463947
	Hopper	SHPX	463948
	Hopper	SHPX	463949
	Hopper	SHPX	463950
	Hopper	SHPX	463951
	Hopper	SHPX	463952
	Hopper	SHPX	463953
	Hopper	SHPX	463954
	Hopper	SHPX	463955
	Hopper	SHPX	463956
	Hopper	SHPX	463957
	Hopper	SHPX	463958
	Hopper	SHPX	463959
	Hopper	SHPX	463960
	Hopper	SHPX	463961
	Hopper	SHPX	463962
	Hopper	SHPX	463963
	Hopper	SHPX	463964
	Hopper	SHPX	463965
	Hopper	SHPX	463966
	Hopper	SHPX	463967
	Hopper	SHPX	463968
	Hopper	SHPX	463969
	Hopper	SHPX	463970
	Hopper	SHPX	463971

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463972
	Hopper	SHPX	463973
	Hopper	SHPX	463974
	Hopper	SHPX	463975
	Hopper	SHPX	463976
	Hopper	SHPX	463977
	Hopper	SHPX	463978
	Hopper	SHPX	463979
	Hopper	SHPX	463980
	Hopper	SHPX	463981
	Hopper	SHPX	463982
	Hopper	SHPX	463983
	Hopper	SHPX	463984
	Hopper	SHPX	463985
	Hopper	SHPX	463986
	Hopper	SHPX	463987
	Hopper	SHPX	463988
	Hopper	SHPX	463989
	Hopper	SHPX	463990
	Hopper	SHPX	463991
	Hopper	SHPX	463992
	Hopper	SHPX	463993
	Hopper	SHPX	463994
	Hopper	SHPX	463995
	Hopper	SHPX	463996
	Hopper	SHPX	463997
	Hopper	SHPX	463998
	Hopper	SHPX	463999
	Hopper	SHPX	464000
	Hopper	SHPX	464001
	Hopper	SHPX	464002
	Hopper	SHPX	464003
	Hopper	SHPX	464004
	Hopper	SHPX	464005

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 2

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	464006
	Hopper	SHPX	464007
	Hopper	SHPX	464008
	Hopper	SHPX	464009
	Hopper	SHPX	464010
	Hopper	SHPX	464011
	Hopper	SHPX	464012
	Hopper	SHPX	464013
	Hopper	SHPX	464014
	Hopper	SHPX	464015
	Hopper	SHPX	464016
	Hopper	SHPX	464017
	Hopper	SHPX	464018
	Hopper	SHPX	464019
	Hopper	SHPX	464020
	Hopper	SHPX	464021
	Hopper	SHPX	464022
	Hopper	SHPX	464023
	Hopper	SHPX	464024
	Hopper	SHPX	464025
	Hopper	SHPX	464026
	Hopper	SHPX	464027
	Hopper	SHPX	464028
	Hopper	SHPX	464029
	Hopper	SHPX	464030
	Hopper	SHPX	464031
	Hopper	SHPX	464032
	Hopper	SHPX	464033
	Hopper	SHPX	464034

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

12/29/09



Robert W Alvord